Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052 **2012**

Department of the Treasury Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01 **, 2012, and ending** 06/30, 20 13

Name of foundation: SIDNEY R BAER JR FOUNDATION

A Employer identification number: 43-6829338

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 387

B Telephone number (see instructions): 314- 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

G Check all that apply. [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 42,325,652.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

ENVELOPE POSTMARK DATE NOV 0 7 2013

SCANNED NOV 1 5 2013

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,123,885.	1,095,055.	28,830.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,153,258.			
	b Gross sales price for all assets on line 6a 11,148,136.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances			NOV 1 8 2013	
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	-29,373.	1,095,055.	28,830.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	960,072.	864,065.		96,007.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 1	2,092.	NONE	NONE	2,092.
	b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	76,304.	18,177.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	43,434.			43,434.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,084,402.	882,242.	NONE	144,033.
	25 Contributions, gifts, grants paid	2,220,810.			2,220,810.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,305,212.	882,242.	NONE	2,364,843.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-3,334,585.			
	b **Net investment income** (if negative, enter -0-)		212,813.		
	c **Adjusted net income** (if negative, enter -0-)			28,830.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	2,106,111.	125,653.	125,653.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S and state government obligations (attach schedule) STMT 5	2,889,374.	1,972,851.	2,099,870.
b	Investments - corporate stock (attach schedule) STMT 6	28,487,551.	29,729,906.	36,223,662.
c	Investments - corporate bonds (attach schedule) STMT 12	5,389,336.	3,682,293.	3,876,467.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	38,872,372.	35,510,703.	42,325,652.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	38,872,372.	35,510,703.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	38,872,372.	35,510,703.	
31	**Total liabilities and net assets/fund balances** (see instructions)	38,872,372.	35,510,703.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	38,872,372.
2	Enter amount from Part I, line 27a	2	-3,334,585.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	35,537,787.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	27,084.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,510,703.

43-6829338

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,148,136.		12,301,394.	-1,153,258.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-1,153,258.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -1,153,258.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,409,638.	41,231,389.	0.058442
2010	2,129,698.	43,325,337.	0.049156
2009	2,689,571.	40,634,700.	0.066189
2008	2,607,348.	39,156,541.	0.066588
2007	2,921,265.	51,460,859.	0.056767

2	**Total** of line 1, column (d)	2	0.297142
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059428
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	41,541,598.
5	Multiply line 4 by line 3	5	2,468,734.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,128.
7	Add lines 5 and 6	7	2,470,862.
8	Enter qualifying distributions from Part XII, line 4	8	2,364,843.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,256.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,256.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,256.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a 33,506.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	33,506.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	29,250.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,256. **Refunded** ▶	11	24,994.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US BANK NA Telephone no ▶ (314)418-2643
Located at ▶ PO BOX 387, ST LOUIS, MO ZIP+4 ▶ 63166

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ ____ , ____ , ____ , ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ ____ , ____ , ____ , ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK NA PO BOX 387, ST LOUIS, MO 63166	CO-TRUSTEE 0	768,058	-0-	-0-
GEORGE B HANDRAN PO BOX 8009, BOSTON, MA 02114	CO-TRUSTEE 0	192,014		

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions) If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	42,174,211.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	42,174,211.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	42,174,211.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	632,613.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,541,598.
6	**Minimum investment return.** Enter 5% of line 5	6	2,077,080.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,077,080.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,256.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,256.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,072,824.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,072,824.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,072,824.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,364,843.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,364,843.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,364,843.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				2,072,824.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20 10 ,20_____,20_____		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 — 483,324.				
b	From 2008 — 662,965.				
c	From 2009 — 668,906.				
d	From 2010 — NONE				
e	From 2011 — 382,280.				
f	Total of lines 3a through e	2,197,475.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,364,843.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				2,072,824.
e	Remaining amount distributed out of corpus	292,019.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,489,494.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	483,324.			
9	**Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	2,006,170.			
10	Analysis of line 9				
a	Excess from 2008 — 662,965.				
b	Excess from 2009 — 668,906.				
c	Excess from 2010 — NONE				
d	Excess from 2011 — 382,280.				
e	Excess from 2012 — 292,019.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 13

b The form in which applications should be submitted and information and materials they should include

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				2,220,810.
Total . . . . ▶ **3a**				2,220,810.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,123,885.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,153,258.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-29,373.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . . . 13 -29,373.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John F. Loose | 09/30/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

U.S. BANK NA

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	2,092.			2,092.
TOTALS	2,092.	NONE	NONE	2,092.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	16,476.	3,925.
FEDERAL TAX PAYMENT - PRIOR YE	24,620.	5,865.
FEDERAL ESTIMATES - PRINCIPAL	33,506.	7,982.
FOREIGN TAXES ON QUALIFIED FOR	1,219.	290.
FOREIGN TAXES ON NONQUALIFIED	483.	115.
TOTALS	76,304.	18,177.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	43,434.	43,434.
TOTALS	43,434.	43,434.

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA DEB 4.375% 9/15/12		
FHLMC MTN 4.875% 11/15/13	983,663.	1,017,840.
FNMA MTN 5% 4/15/15	989,188.	1,082,030.
FNMA MTN 4.000 3/11/13		
TOTALS	1,972,851.	2,099,870.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DANAHER CORP	353,313.	479,054.
UNITED TECHNOLOGIES CORP	54,851.	154,280.
APACHE CORP	207,272.	251,490.
SCHLUMBERGER LTD	127,670.	214,980.
MCDONALD'S CORP	110,355.	277,299.
PEPSICO INC	204,351.	300,088.
PROCTER & GAMBLE CO	203,442.	260,226.
ABBOTT LABS	70,987.	104,640.
ALBEMARIE CORP	42,986.	62,726.
WELLS FARGO & CO	215,206.	341,179.
AT&T INC	94,170.	123,900.
VERIZON COMMUNICATIONS INC	183,518.	201,360.
IBM CORP	130,493.	364,065.
MICROSOFT CORP	247,901.	355,744.
QUALCOMM INC	226,303.	249,186.
AMERICAN CENTURY INTL BOND		
AGRIUM INC	37,923.	87,569.
AIR LIQUIDE SA ADR	261,582.	328,284.
ANGLO AMERICAN PLC ADR		
KEPPEL CORP LTD SPONS ADR	36,803.	79,547.
CAMERON INTL CORP	91,926.	156,631.
GAP INC	136,830.	208,650.
DIAGEO PLC SPONS ADR	209,494.	242,545.
LOREAL CO UNSPONSORED ADR	236,322.	359,149.
XCEL ENERGY INC		
CHEVRON CORPORATION	272,883.	320,701.
TURKCELL ILETISIM HIZMET ADR		
AMERICAN EXPRESS CO	239,220.	299,040.
AIR PRODS CHEMICALS INC	38,010.	56,590.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLE INC	460,764.	693,928.
AMERIPRISE FINL INC	41,646.	83,873.
BORG WARNER INC	244,461.	359,073.
BLACKROCK INC	221,392.	329,539.
CERNER CORP	76,245.	256,752.
CONOCOPHILLIPS	150,457.	151,250.
RED HAT INC	42,493.	106,113.
GOOGLE INC CL A	298,085.	440,185.
PACCAR INC	41,159.	58,382.
J P MORGAN CHASE & CO	158,614.	251,756.
PERRIGO CO	41,197.	82,764.
PFIZER INC	148,476.	282,145.
MAXIMUS INC	25,895.	105,017.
PRICELINE COM INC	117,027.	330,668.
NATIONAL INSTRS CORP	56,338.	74,460.
NEOGEN CORP	25,039.	79,284.
NIKE INC	143,549.	326,551.
LAUDER ESTEE COS INC CL A	247,231.	332,204.
GENERAL ELECTRIC CO	101,091.	154,306.
PIONEER NAT RES	523,097.	723,750.
PUBLIC SVC ENTERPRISE GROUP IN		
ROLLINS INC	52,938.	133,281.
SCHEIN HENRY INC	124,540.	227,957.
SIMON PROPERTY GROUP INC		
TRAVELERS COS INC	204,324.	257,982.
VARIAN MED SYS INC	122,459.	132,000.
WAL MART STORES INC	137,060.	148,980.
ACCENTURE LTD	90,785.	166,228.
AMERICA MOVIL S A DE C V A D R		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
B G GROUP P L C A D R		
CATERPILLER INC	171,271.	164,980.
DASSAULT SYS SA	77,296.	146,408.
CELGENE CORP	90,606.	197,228.
FRESENIUS MED CARE	248,447.	264,031.
IMPERIAL OIL LTD		
NESTLE S A SPON A D R REPSTG	281,519.	413,690.
NOVO NORDISK AS A D R	40,540.	99,801.
OAO GAZPROM SPON ADR REG S		
SAP A G	259,221.	336,984.
TAIWAN SEMICONDUCTOR MFG	38,799.	76,394.
TESCO PLC A D R		
WPP GROUP PLC SPONS A D R		
ISHARES MSCI EMERGING MKTS IND	1,662,155.	1,540,000.
EXXON MOBIL CORP	179,995.	225,875.
P N C FINANCIAL SERVICES GRP		
ALLIANZ AG ADR REPSTG		
NOVARTIS AG ADR REPSTG 1ORD SH	116,703.	153,229.
VALE SA SP ADR REPSTG 1 PFD SH	22,753.	28,004.
UNITED HEALTH GROUP INC	33,654.	85,713.
B A S F AG ADR	43,285.	64,164.
CANON INC SPONS A D R	244,056.	199,981.
B H P BILLITON LIMITED A D R		
UNION PACIFIC CORP	185,397.	449,880.
FANUC LTD	38,615.	69,392.
HOYA CORP A D R		
I C I C I BANK LIMITED A D R	41,437.	42,802.
MITSUI & CO LTD SPSD ADR	38,598.	43,418.
MTN GROUP LTD A D R	40,809.	48,182.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RITCHIE BROS AUCTIONEERS INC	41,187.	34,961.
IPATH DOW JONES UBS COMMODITY		
AMER CENT DIVERSIFI BD INS	1,200,937.	1,186,330.
BROADCOM CORP CL A		
EMC CORPORATION	128,596.	118,100.
FRONTIER COMM CORP		
KRAFT FOODS INC CL A		
ARM HLDGS PLC ADR	215,173.	314,766.
CNOOC LTD ADR	87,943.	87,760.
CSI LIMITED ADR	41,000.	75,295.
ROYAL DUTCH SHELL PLC ADR	220,136.	206,712.
SENSATA TECHNOLOGIES HOLDINGS	221,161.	243,288.
GAM ABSOLUTE RTN BD FD OFFSHOR	500,000.	560,264.
GCA CREDIT OPP OFFSHORE FD LTD	1,000,000.	1,140,215.
IDR CORE EQUITY RE STR 2010 LP	467,560.	567,585.
PIMCO TOTAL RETURN FD INST	567,271.	540,005.
AFLAC INC	201,884.	285,834.
AMERISOURCEBERGEN CORP	202,698.	299,193.
BBT CORP		
BEAM INC	200,114.	204,161.
DU PONT EI DE NEMOURS & CO	203,343.	214,043.
EBAY INC	226,417.	276,650.
EATON CORP	308,397.	390,714.
EMERSON ELEC CO	259,422.	308,315.
EQUIFAX INC	202,884.	258,172.
EQUINIX INC	250,401.	277,819.
EQUITABLE CORP	204,854.	317,797.
FINANCIAL ENGINES INC	485,055.	1,063,296.
HEXCEL CORP NEW	204,397.	284,147.

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HOME DEPOT INC	203,973.	305,232.
ITC HLDGS CORP	202,912.	273,170.
LORILLARD INC	201,642.	205,471.
MCCORMICK CO INC	202,519.	246,119.
MICROCHIP TECHNOLOGY INC	219,724.	253,300.
MOTOROLA SOLUTIONS INC	204,091.	245,526.
NEW YORK COMM BANCORP INC		
PHILIP MORRIS INTL	216,675.	217,936.
POLARIS INDS INC	201,609.	270,465.
SOUTHERN COPPER CABLE	217,679.	202,924.
TIME WARNER CABLE INC	200,810.	290,423.
VF CORP	205,094.	278,779.
WINDSTREAM CORP		
WYNN RESORTS LTD	110,293.	127,970.
YUM BRANDS INC	291,943.	305,581.
AIA GROUP LTD ADR	203,082.	255,215.
AVAGO TECHNOLOGIES	522,555.	562,083.
BASF AG ADR		
BAIDU COM INC ADR		
CANADIAN NATIONAL RY CO	218,557.	253,486.
JGC CORP UNSPONSORED	273,573.	355,687.
LI FUNG LTD ADR		
SEADRILL LIMITED	203,358.	246,721.
VODAFONE GROUP PLC ADR	203,638.	210,097.
KAYNE ANDERSON MLP INVEST	281,404.	368,522.
TORTOISE ENERGY INFRASTRUCTURE	202,198.	245,288.
PUT ON EFA 10/11/12 @40.560		
PUT ON EFA 10/11/12 @48.170		
PUT ON SPY 10/11/12 @ 112.940		

SIDNEY R BAER JR FOUNDATION 43-6829338

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
PUT ON SPY 10/11/12 @ 95.100			
COLUMBIA INCOME FD CL Z		400,000.	384,136.
CREDIT SUISSE COMM RET ST CO		750,000.	654,645.
OPPENHEIMER COM STR TR FD Y		750,000.	656,528.
OPPENHEIMER SR FLOAT RATE Y		900,000.	904,103.
ABBVIE		59,858.	104,425.
CME GROUP INC		270,867.	379,750.
RIO TINTO PLC ADR		108,123.	102,700.
TURKIYE GARANTI BANKASI AS ADR		205,999.	231,073.
FORWARD INTNL REAL ESTATE		300,000.	293,411.
ISHARES MSCI EAFE INDEX FD ETF		359,171.	366,720.
NUVEEN REAL ESTATE SECS I		1,000,000.	992,222.
CALL ON EEM 10/10/13 @ 46.70		-37,824.	-1,525.
CALL ON EEM 10/10/13 @ 57.740		13,513.	6.
CALL ON EFA 10/10/13 @ 58.28		-170,133.	-170,695.
CALL ON EFA 10/10/13 @ 69.10		42,303.	2,632.
CALL ON SPY 10/10/13 @ 157.88		-245,421.	-649,799.
CALL ON SPY 10/10/13 @ 185.74		15,456.	2,763.
PUT ON EEM 10/10/13 @ 32.99		-37,824.	-9,474.
PUT ON EEM 10/10/13 @ 39.18		77,975.	44,535.
PUT ON EFA 10/10/13 @ 42.52		-171,073.	-18,104.
PUT ON EFA 10/10/13 @ 50.49		398,563.	62,585.
PUT ON EFA 12/14/15 @ 49.630		-100,190.	-76,344.
PUT ON EFA 12/14/15 @ 56.08		137,091.	105,916.
PUT ON SPY 10/10/13 @ 114.30		-319,049.	-6,563.
PUT ON SPY 10/10/13 @ 135.74		809,013.	75,092.
	TOTALS	29,729,906.	36,223,662.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EMERSON ELEC 4.625% 10/15/12		
VERIZON 4.750% 10/01/13	505,845.	505,170.
GOLDMAN SACHS 5.150% 1/15/14	519,795.	510,550.
MORGAN STANLEY 5.750% 10/18/16	505,359.	551,950.
ANHEUSER BUSCH 5.60% 3/01/17	505,990.	566,015.
AMER EXP BK FSB 5.550 10/17/12		
GEN ELECTRIC CO 5.000 2/1/13		
PEPSICO INC 4.650 2/15/13		
HSBC FIN CORP 5.250 1/15/14	299,826.	307,023.
HONEYWELL INTL 5.300 3/1/18	331,853.	370,279.
JP MORGAN CHASE CO		
GOLDMAN SACHS 5.350% 1/15/16	511,215.	542,410.
BARCLAYS BANK PLC 3.9 4/7/2015	502,410.	523,070.
TOTALS	3,682,293.	3,876,467.

RECIPIENT NAME:
GEORGE B HANDRAN
ADDRESS:
6 BEACON STREET STE 920
BOSTON, MA 02108
RECIPIENT'S PHONE NUMBER: 617-523-1855
FORM, INFORMATION AND MATERIALS:
LETTER OF INQUIRY
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO 501(C)(3) ORGANIZATIONS THAT ENGAGE OR
INVOLVE IN MENTAL HEALTH

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION OF
ST LOUIS
ADDRESS:
1905 S GRAND BLVD
ST LOUIS, MO 63104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ELIOT COMMUNITY HUMAN SERV, INC
ADDRESS:
186 BEDFORD STREET
LEXINGTON, MO 02420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,200.

RECIPIENT NAME:
ALLIANCE ON MENTAL ILLNESS
NAMI ST LOUIS
ADDRESS:
1750 S BRENTWOOD BLVD
ST LOUIS, MO 63144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,750.

RECIPIENT NAME:
UNIVERSITY OS MASSACHUSETTS
UNIV OF MASS MEDICAL SCHOOL
ADDRESS:
55 LAKE AVENUE NORTH
WORCESTER, MA 01655
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UNIVERSITY OF SOUTHERN CALIFORNIA
DEPT OF CONTRACTS AND GRANTS
ADDRESS:
837 WEST DOWNEY WAY; ROOM 315
LAS ANGELES, CA 90089-1147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
BOSTON UNIVERSITY TRUSTEES OF
BOSTON UNIVERSITY
ADDRESS:
940 COMMONWEALTH AVENUE WEST
BOSTON, MA 02215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
TRUSTEES OF COLUMBIA UNIVERSITY
COLUMBIA UNIV GRAY MATTERS
ADDRESS:
1051 RIVERSIDE DRIVE - UNIT 122
NEW YORK, NY 10032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
RIVERSIDE COMMUNITY CARE, INC
ADDRESS:
450 WASHINGTON STREET - SUITE 201
DEDHAM, MA 02478-9106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
THE CENTER FOR REINTEGRATION
ADDRESS:
347 WEST 37TH STREET
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NARSAD
ADDRESS:
60 CUTTER MILL ROAD - SUITE 404
GREAT NECK, NY 11021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 130,000.

RECIPIENT NAME:
CRIDER HEALTH CENTER, INC
ADDRESS:
1032 CROSSWINDS COURT
WENTZVILLE, MO 63385
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
MARTHA'S VINEYARD COMM SERVS
ADDRESS:
111 EDGARTOWN ROAD
VINEYARD HAVEN, MA 02568
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MCLEAN HOSPITAL CORPORATION
ADDRESS:
115 MILL STREET
BELMONT, MA 02478-9106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
MASSACHUSETTS GENERAL HOSPITAL
SCHIZOPHRENIA CLINIC / RES PROG
ADDRESS:
25 STANIFORD STREET
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 171,000.

RECIPIENT NAME:
PARTNERS HEALTHCARE SYSTEMS, INC
BRIGHAM AND WOMENS'S HOSPITAL, INC
ADDRESS:
116 HUNTINGTON AVENUE - 5TH FLOOR
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

SIDNEY R BAER JR FOUNDATION 43-6829338
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
CORNELL UNIVERSITY
ADDRESS:
1300 YORK AVENUE
NEW YORK, NY 10065
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
MEMORY CARE HOME SOLUTIONS
ADDRESS:
1526 S BIG BEND BLVD
ST LOUIS, MO 63117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
BOSTON MED CENTER CORP, DEPT OF PSY
SOLOMON CARTER FULLER MH BLDG
ADDRESS:
85 EAST NEWTON STREET - SUITE 508
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 90,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE BRAIN & BEHAVIOR RESEARCH FDTN
ADDRESS:
60 CUTTER MILL ROAD, SUITE 404
GREAT NECK, NY 11021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 90,000.

RECIPIENT NAME:
BAY COVE HUMAN SERVICES, INC
ADDRESS:
66 CANAL STREET
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 74,860.

RECIPIENT NAME:
CARDINAL RITTER SENIOR SERVICES
ADDRESS:
7601 WATSON ROAD
ST LOUIS, MO 63119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 26,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JUDGE BAKER CHILDREN'S CENTER
ADDRESS:
53 PARKER HILL AVENUE
BOSTON, MA 02120-3225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
INDEPENDENCE CENTER
ADDRESS:
4380 WEST PINE BOULEVARD
ST LOUIS, MO 63108-2206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 37,500.

RECIPIENT NAME:
CHILDRENS HOSPITAL CORPORATION
ADDRESS:
300 LONGWOOD AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 120,000.

RECIPIENT NAME:
BETH ISRAEL DEACONESS MEDICAL CTN
ADDRESS:
330 BROOKLINE AVENUE
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
ST. PATRICK CENTER
ADDRESS:
800 NORTH TUCKER BOULEVARD
ST. LOUIS, MO 63101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
WASHINGTON UNIVERSITY
SCHOOL OF MEDICINE
ADDRESS:
660 SOUTH EUCLID AVENUE
ST LOUIS, MO 63110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PLACES FOR PEOPLE INC
ADDRESS:
4130 LINDELL BLVD
ST LOUIS, MO 63108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 85,000.

RECIPIENT NAME:
GENESIS CLUB HOUSE, INC
ADDRESS:
274 LINCOLN STREET
WORCESTER, MA 01605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 44,500.

RECIPIENT NAME:
FOUNTAIN HOUSE, INC
ADDRESS:
425 WEST 47TH STREET
NEW YORK, NY 10036-2304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 156,000.

RECIPIENT NAME:
FRANCISCAN CHILDRENS HOSPITAL
AND REHABILITATION CENTER
ADDRESS:
30 WARREN STREET
BOSTON, MA 02135
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

TOTAL GRANTS PAID: 2,220,810.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: SIDNEY R BAER JR FOUNDATION

Employer identification number: 43-6829338

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	61,519.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	61,519.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					21,707.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,238,062.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,578.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss)** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-1,214,777.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Part III Summary of Parts I and II Caution: *Read the instructions before completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			61,519.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-1,214,777.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			1,578.
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,153,258.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 15, column (3) **or** b $3,000	16	(3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20. If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,400			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (15)				30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: SIDNEY R BAER JR FOUNDATION

Employer identification number: 43-6829338

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5937. EATON CORP	06/22/2012	12/03/2012	309,674.00	227,913.00	81,761.00
1786. BAIDU COM INC A D R	06/22/2012	12/17/2012	176,022.00	203,602.00	-27,580.00
19960. IPATH DOW JONES UBS	06/22/2012	12/17/2012	831,116.00	761,127.00	69,989.00
20874. WINDSTREAM CORP	06/22/2012	12/17/2012	180,665.00	202,582.00	-21,917.00
7696.401 PIMCO TOTAL RETUR	12/19/2012	12/20/2012	87,200.00	87,200.00	
250000. JPM 6M STJ MTN CV 12/27/12	06/21/2012	12/27/2012	265,763.00	250,000.00	15,763.00
6011. BROADCOM CORP CL A	06/22/2012	01/08/2013	204,794.00	205,662.00	-868.00
2398. THE GAP INC	06/22/2012	01/08/2013	74,456.00	65,624.00	8,832.00
16446. NEW YORK COMMUNITY	06/22/2012	01/08/2013	216,104.00	205,286.00	10,818.00
155594.57516 PIMCO TOTAL R INST	12/19/2012	01/22/2013	1,750,439.00	1,762,887.00	-12,448.00
22341.36784 PIMCO TOTAL RE INST	12/19/2012	01/22/2013	251,340.00	253,128.00	-1,788.00 *
2669.039 PIMCO TOTAL RETUR	12/19/2012	01/25/2013	29,920.00	30,240.00	-320.00
7477. BBT CORP	06/22/2012	03/15/2013	231,329.00	226,520.00	4,809.00
57816. LI FUNG LTD A D R	06/22/2012	03/15/2013	151,474.00	217,024.00	-65,550.00
35398.23 PIMCO TOTAL RETUR	12/19/2012	04/10/2013	399,292.00	401,062.00	-1,770.00

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b 61,519.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

SIDNEY R BAER JR FOUNDATION

Employer identification number

43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .3 AIR LIQUIDE S A A D R	06/29/2006	07/03/2012	7.00	4.00	3.00
500000. F N M A M T N 9/15/12	03/10/2004	09/15/2012	500,000.00	516,523.00	-16,523.00
751. PUT ON EFA 10/11/12 @	10/10/2011	10/11/2012		472,382.00	-472,382.00
971. PUT ON SPY 10/11/12 @	10/10/2011	10/11/2012		1,188,507.00	-1,188,507.00
500000. EMERSON ELECTRIC 10/15/12	03/10/2004	10/15/2012	500,000.00	521,760.00	-21,760.00
23696.683 AMERICAN CENTY I INSTL	08/21/2006	10/16/2012	350,000.00	325,829.00	24,171.00
300000. AMER EXPR BK MTN 10/17/12	03/06/2008	10/17/2012	300,000.00	309,609.00	-9,609.00
.6667 KRAFT FOODS GROUP IN	09/08/2010	10/19/2012	31.00	22.00	9.00
751. PUT ON EFA 10/11/12 @	10/10/2011	10/24/2012	248,573.00		248,573.00
971. PUT ON SPY 10/11/12 @	10/10/2011	10/24/2012	612,686.00		612,686.00
2760. B G GROUP P L C A D	06/17/2008	11/07/2012	46,367.00	69,025.00	-22,658.00
1. FRONTIER COMMUNICATIONS	07/07/2009	11/07/2012	4.00	7.00	-3.00
445. KRAFT FOODS GROUP INC	09/08/2010	11/07/2012	19,887.00	14,410.00	5,477.00
1337. MONDELEZ INTERNATION	09/08/2010	11/07/2012	35,055.00	26,695.00	8,360.00
4. SIMON PROPERTY GROUP IN	09/18/2009	11/07/2012	623.00	266.00	357.00
20. XCEL ENERGY INC	04/27/2007	11/07/2012	540.00	490.00	50.00
. BANK OF AMERICA NATIONS SECURITY LITIGATION		11/30/2012	38.00		38.00
. INITIAL PUBLIC OFFERINGS LITIGATION		12/06/2012	41.00		41.00
. INITIAL PUBLIC OFFERINGS LITIGATION		12/06/2012	41.00		41.00
8902.79 AMERICAN CENTY INT INSTL	08/21/2006	12/11/2012	131,227.00	122,413.00	8,814.00
35211.268 PIMCO TOTAL RETU	08/18/2011	12/13/2012	399,648.00	389,789.00	9,859.00
31000. IPATH DOW JONES UBS	07/26/2010	12/17/2012	1,290,811.00	1,620,172.00	-329,361.00
1545. IMPERIAL OIL LTD	06/17/2008	12/17/2012	66,529.00	87,107.00	-20,578.00
655. P N C FINANCIAL SERVI INC	09/25/2008	12/17/2012	36,745.00	47,961.00	-11,216.00
9955.85 PIMCO TOTAL RETURN	08/18/2011	12/20/2012	112,800.00	110,211.00	2,589.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
SIDNEY R BAER JR FOUNDATION	43-6829338

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1679. ANGLO AMERICAN PLC A	06/29/2006	01/08/2013	27,334.00	33,833.00	-6,499.00
1220. BROADCOM CORP CL A	09/08/2010	01/08/2013	41,565.00	40,913.00	652.00
2610. OAO GAZPROM SPON A D	09/25/2008	01/08/2013	25,160.00	45,610.00	-20,450.00
949. WPP PLC SPONSORED A D	06/17/2008	01/08/2013	69,631.00	52,071.00	17,560.00
. DELL INC SECURITIES LITI		01/09/2013	331.00		331.00
300000. GENERAL ELECTRIC C 2/01/13	03/19/2008	02/01/2013	300,000.00	311,268.00	-11,268.00
300000. PEPSICO INC 2/15/13	02/29/2008	02/15/2013	300,000.00	314,406.00	-14,406.00
400000. F N M A M T N 3/11/13	03/04/2008	03/11/2013	400,000.00	400,000.00	
3030. ALLIANZ SE A D R	09/25/2008	03/15/2013	44,237.00	46,833.00	-2,596.00
4862. E M C CORPORATION	03/15/2011	03/15/2013	123,754.00	125,046.00	-1,292.00
1860. HOYA CORP A D R	07/07/2009	03/15/2013	34,558.00	38,688.00	-4,130.00
2308. AMERICA MOVIL A D R	06/17/2008	05/28/2013	46,506.00	64,058.00	-17,552.00
766. B H P BILLITON LIMITE	07/07/2009	05/28/2013	50,466.00	38,774.00	11,692.00
1249. PUBLIC SVC ENTERPRIS	09/08/2010	05/28/2013	42,334.00	40,517.00	1,817.00
3396. TESCO PLC A D R	06/17/2008	05/28/2013	59,055.00	79,466.00	-20,411.00
. TYCO INTERNATIONAL LTD S LITIGATION		06/25/2013	19.00		19.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b 1,238,062.00